

Noah Shube (NS 1300)
The Law Offices of Noah Shube
434 Broadway, 6th Floor
New York, NY 10013
(212) 274-8638

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

VENDA, INC.

Plaintiff,

against ..

**RAPUNZELS OF PALM BEACH, INC. d/b/a
RAPUNZEL'S CLOSET,**

Defendant.

07 Civ. 9526 (JSR)

**PLAINTIFF AND COUNTERCLAIM-DEFENDANT VENDA'S
ANSWER TO DEFENDANT COUNTERCLAIMANT
RAPUNZELS' COMPLAINT**

Plaintiff and Counterclaim-defendant Venda, Inc. (“Venda”), by its attorneys, as and for its Answer to Defendant Counterclaimant Rapunzels Of Palm Beach, Inc. d/b/a Rapunzel’s Closet (“Rapunzel”) Counterclaim in this action, states as follows:

1. Denies the allegations contained in ¶ 1 of the Counterclaim.
2. Venda lacks information sufficient to form a belief as to the truth of the allegations contained in ¶ 2 of the Counterclaim.
3. Denies the allegations contained in ¶ 3 of the Counterclaim.
4. Denies the allegations contained in ¶ 4 of the Counterclaim.
5. Denies the allegations contained in ¶ 5 of the Counterclaim.
6. Denies the allegations contained in ¶ 6 of the Counterclaim.

7. Denies the allegations contained in ¶ 7 of the Counterclaim.
8. Denies the allegations contained in ¶ 8 of the Counterclaim.
9. Admits Venda and Rapunzel exchanged e-mails, denies the rest of the allegations contained in ¶ 9 of the Counterclaim.
10. Denies the allegations contained in ¶ 10 of the Counterclaim.
11. Denies the allegations contained in ¶ 11 of the Counterclaim.
12. Denies the allegations contained in ¶ 12 of the Counterclaim.
13. Denies the allegations contained in ¶ 13 of the Counterclaim.
14. Denies the allegations contained in ¶ 14 of the Counterclaim.
15. Denies the allegations contained in ¶ 15 of the Counterclaim.
16. Denies the allegations contained in ¶ 16 of the Counterclaim.

FIRST AFFIRMATIVE DEFENSE

17. The Counterclaim fails to state a claim upon which relief may be granted.

SECOND AFFIRMATIVE DEFENSE

18. Defendant Counterclaimant has waived any right to maintain this action.

THIRD AFFIRMATIVE DEFENSE

19. The Counterclaim is based on Defendant Counterclaimant's own breach and thus is barred.

FOURTH AFFIRMATIVE DEFENSE

20. Defendant Counterclaimant is estopped from maintaining this action.

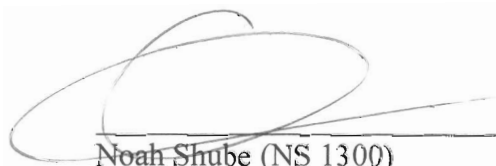
FIFTH AFFIRMATIVE DEFENSE

21. Defendant Counterclaimant's claims are barred by contract.

WHEREFORE, Plaintiff and Counterclaim-defendant demands judgment against the Defendant Counterclaimant:

- A. Dismissing the Defendant Counterclaimant's complaint in its entirety; and
- B. Awarding such other and further relief as this Court may deem just and proper.

Dated: December 14, 2007
New York, New York



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(212) 274-8638

Irwin B. Schwartz (IS 3141)
225 Franklin Street, 26th Fl.
Boston, MA 02110
(617) 421-1800